

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

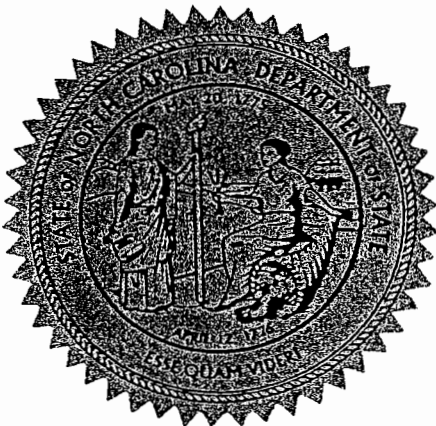
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

GYPSY MOTH SLOW THE SPREAD FOUNDATION, INC.

the original of which was filed in this office on the 24th day of August, 2000.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 24th day of August, 2000.

Elaine F. Marshall

Secretary of State

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ARTICLES OF INCORPORATION

OF

GYPSY MOTH SLOW THE SPREAD FOUNDATION, INC.

SOSID: 561618
Date Filed: 8/24/2000 11:17 AM
Elaine F. Marshall
North Carolina Secretary of State

The undersigned natural persons of the age of eighteen (18) years or more, hereby establish a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, and to that end do hereby set forth:

I

The name of the corporation is **GYPSY MOTH SLOW THE SPREAD FOUNDATION, INC.**

II

The period of duration of the corporation shall be perpetual.

III

The purposes for which the corporation is organized are:

- (1) To use integrated pest management (IPM) strategies in order to reduce the rate of gypsy moth spread into uninfested areas. Implementation of the project is expected to decrease the new territory invaded by the gypsy moth each year, protect forests, forest-based industries, urban and rural parks and private property, and avoid millions of dollars per year in damage and management costs.
- (2) To provide coordination among the various state members and cooperators of the Gypsy Moth Slow the Spread Foundation for implementation of the area-wide Slow-the-Spread strategy.
- (3) To cooperate with the United States Department of Agriculture, Forest Service, Forest Health Protection, the United States Department of Agriculture, Animal and Plant Health Inspection Service, Plant Protection and Quarantine and other entities in implementing and operating the slow-the-spread program in an effective manner.

- (4) To operate as an association of persons and entities having a common business interest within the meaning of Section 501(c)(5) of the Internal Revenue Code.

IV

This corporation shall be a non-profit corporation pursuant to Chapter 55A -- Non-Profit Corporation Act of North Carolina, with the following additional purposes and powers:

- (a) To enter into any and all forms of contract documents and agreements and to conduct education, information and referral services;
- (b) To incur liabilities, and other obligations, and to secure any of its obligations by mortgage or pledge of all or any of its jointly held property or assets;
- (c) To conduct its affairs, carry on its operations, and adopt policies and procedures for the furtherance of the affairs of the corporation and to promote the common business interest of the members.
- (d) To have and exercise all other powers necessary or convenient to effect any or all of the purposes for which the corporation is organized;
- (e) To exercise all general powers provided in Chapter 55A - Non-Profit Corporation Act of North Carolina;
- (f) To assume all powers granted to a non-profit corporation by the laws of the State of North Carolina;
- (g) To assume all powers granted to a non-profit corporation by the laws of the United States.

V

No part of the net earnings of the corporation shall inure to the benefit of any private member or individual or corporation, either during its existence or in the event of its dissolution.

VI

A State may apply for membership in this corporation, and, upon approval of such membership by the Board of Directors of this corporation, shall become a member of the corporation. The initial members of this corporation shall be: North Carolina, Virginia, West Virginia, Indiana, Illinois, Michigan and Wisconsin. The Board of Directors of the Foundation may establish additional and other classes or categories of membership from time to time.

VII

Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(5) of the Internal Revenue Code for 1986, or the corresponding provisions of any future United States Internal Revenue law.

VIII

The affairs of the corporation shall be managed by a Board of Directors, selected as provided in the By-Laws, and the Board of Directors shall select a president, a vice president, a secretary and a treasurer, and such other officers as the Board of Directors may deem proper.

Such Board of Directors shall initially consist of seven (7) members, and shall not be less than three (3) and may be in such larger amount as determined by the Board of Directors. The officers shall have complete power and authority to act for and on behalf of the corporation in all transactions and matters within the power and objects of the corporation or incident thereto. Each State that is a member of the foundation shall have a representative on the Board of Directors.

IX

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(5) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

X

The address of the initial registered office of the corporation is 434 Fayetteville Street Mall, Suite 2200, Raleigh, Wake County, North Carolina 27601 (mail: Post Office Box 1776, Raleigh, North Carolina 27602) and the name of the initial registered agent at such address is Samuel H. Johnson.

XI

The street address and county of the principal office is the current registered office but is expected to be changed within a year.

XII

The number of directors constituting the initial Board of Directors shall not be less than three (3) and may be in such larger amount as determined by the Board of Directors, and the present Board of Directors consists of seven (7) persons, whose names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Gene B. Cross	North Carolina Department of Agriculture and Consumer Services, Plant Industry Division, Plant Protection Section P. O. Box 27647, Raleigh, NC 27611
Frank Fulgham	Virginia Department of Agriculture and Consumer Services, Office of Plant and Pest Services, 1100 Bank Street, P. O. Box 1163, Richmond, VA 23219
Charles Coffman	West Virginia Department of Agriculture, Plant Industries Division, 1900 Kanawha Boulevard East, Charleston, WV 25305-0191
Robert Waltz	Indiana Department of Natural Resources, Division of Entomology and Plant Pathology, Indiana Gov. Center South, 402 W. Washington, RM W290, Indianapolis, Indiana 46204-2748
Stanley Smith	Illinois Department of Agriculture, Bureau of Natural Resources, CMS North Suburban, 9511 Harrison St., Rm A169, Des Plaines, IL 60016

Ken Rauscher

Michigan Department of Agriculture, Pesticide and Plant
Pest Management Division, Fourth Floor, Ottawa
Building P. O. Box 30017, Lansing, Michigan 48909

Esther Chapman

Wisconsin Department of Agriculture, Trade and
Consumer Protection, Bureau of Plant Industry, 2811
Agriculture Dr., P. O. Box 8911, Madison, Wisconsin
53708-8911

XIII

To the full extent from time to time permitted by law, no person or State or State's representative who is serving or who has served as a director or member of the corporation shall be personally liable for any action for monetary damages for breach of his or her duty as a director or member. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this paragraph, shall eliminate or reduce the protection afforded by this paragraph to a director or member of the corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this paragraph would have accrued or arisen, prior to such amendment, repeal or adoption. Nothing in this paragraph shall eliminate or reduce the immunity of a director or member or a right of indemnification of a director or member otherwise provided by law.

XIV

The annual meeting date of members of the corporation shall be selected by the Board of Directors. The first such meeting shall be held within ninety (90) days after this Articles of Incorporation is issued, and the date of the annual meeting may be changed from time to time.

The first Board of Directors shall make and adopt By-Laws for the corporation and said Board and its successors in office shall have the power to alter, amend, and rescind such By-Laws and adopt new By-Laws.

XV

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute and the rights conferred herein are granted subject to this reservation, provided,

however, that under no circumstances shall this certificate of incorporation be amended so that the corporation may operate for other than the purposes set forth above or so that any member or other private individual may participate in the distribution of the earnings, funds or properties of this corporation.

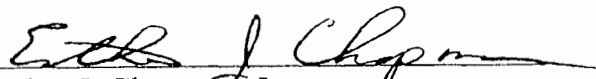
XVI

The names and addresses of the incorporators of this corporation are:

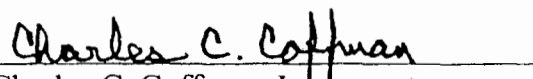
<u>NAME</u>	<u>ADDRESS</u>
Esther J. Chapman	Wisconsin Department of Agriculture 2811 Agriculture Drive Madison, WI 53708
Gene B. Cross	North Carolina Department of Agriculture and Consumer Services Plant Industry Division P. O. Box 27647 Raleigh, NC 27611
Charles C. Coffman	West Virginia Department of Agriculture Plant Industries Division 1900 Kanawha Blvd. E Charleston, NW 25305-0191
Robert D. Waltz	Indiana Department of Natural Resources 402 West Washington St., Room W290 Indianapolis, IN 46204

These articles will be effective upon filing.

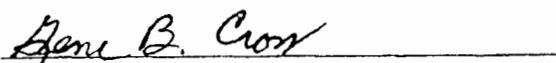
This the 15th day of August, 2000.



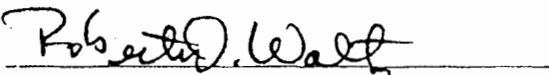
Esther J. Chapman, Incorporator



Charles C. Coffman, Incorporator



Gene B. Cross, Incorporator



Robert D. Waltz, Incorporator